

**SPAQA**

**(Swiss Professional Association of Quality Assurance)**



# **Bylaws**

**5. Revision, 03-May 2011**

**English translation for information purposes only.  
This document is not legally-binding.**

I.	Name, Domicile and Scope .....	2
Art. 1	Name and Domicile .....	2
Art. 2	Scope .....	2
II.	Membership .....	2
Art. 3	Membership .....	2
Art. 4	Entry in Spaqa .....	3
Art. 5	Rights, Duties and Liabilities .....	3
Art. 6	Resignation and Exclusion .....	3
III.	Organization and Organs of Association .....	3
Art. 7	General Assembly .....	4
Art. 8	Managing Committee .....	4
Art. 9	Auditors .....	4
Art. 10	Working-Groups .....	5
IV.	Financial Budget .....	5
Art. 11	Financial Year .....	5
Art. 12	Budget and Accounting .....	5
Art. 13	Membership Fee .....	6
V.	Final Clauses .....	6
Art. 14	Liquidation .....	6
Art. 15	Bylaws .....	6

## **I. Name, Domicile and Scope**

### **Art. 1 Name and Domicile**

Since 1989, SPAQA (Swiss Professional Association of Quality Assurance) exists as an association as defined in article 60 ff (Swiss Civil Code) with an undefined time period. SPAQA is active throughout Switzerland and has its registered office and venue at an address specified by the Managing Committee.

### **Art. 2 Scope**

The scope of SPAQA includes the quality systems in use in the pharmaceutical and chemical industry. SPAQA offers a forum for exchanging information and experiences in all GxP quality systems (i.e. Good Laboratory Practice (GLP), Good Clinical Practice (GCP), Good Manufacturing Practice (GMP) etc.) including their peripheral domains and cultivates communication between industry and monitoring authorities.

## **II. Membership**

### **Art. 3 Membership**

SPAQA has the following categories of members:

- Active Members
- Honorary Members
- Patrons

#### *Active Members*

Individual persons professionally active in GxP quality systems or in associated domains – or people interested in this field, may become active members. Each active member possesses one vote and can be elected to all functions.

#### *Honorary Members*

The Managing Committee may nominate persons, which have offered special merits to SPAQA, as honorary members. Honorary members have all of the same rights as an active member but do not have to pay the yearly membership fee.

#### *Patrons*

Patrons are individual persons or companies which due to their positions, are actively helping to develop SPAQA and are also regularly offering financial support. Patrons do not have a vote and cannot be elected to a function.

#### **Art. 4 Entry in Spaqa**

Membership in SPAQA can be realized at any time via a written application to the Managing Committee. The Managing Committee decides whether a member is accepted or not. Entry includes acceptance of these bylaws by the member.

The rejection of a membership application is possible without indication of the reasons for rejection.

#### **Art. 5 Rights, Duties and Liabilities**

All members commit to pay the annual fee which is set during the yearly General Assembly.

SPAQA is liable for its obligations exclusively with the club's assets, excluding the personal liability of its members. Members are not entitled to any assets of the association and SPAQA is not liable for the obligations of its members.

#### **Art. 6 Resignation and Exclusion**

Membership expires:

- By written notice of the resignation of the member as per the end of the calendar year,
- in the case of bankruptcy of SPAQA,
- in the case of the member's exclusion by the Managing Committee

Reasons for exclusion are severe violation of the interests or reputation of SPAQA or of its bylaws as well as the non-payment of the annual membership fee as in Art. 13.

The expelled member is entitled to a right of appeal to the General Assembly. The appeal request must be within 30 days after receipt of the notice to be addressed, with registered letter to the managing Committee.

The expelled member shall not be entitled to a refund of the membership fee.

### **III. Organization and Organs of Association**

Organs of SPAQA are:

- General Assembly
- Managing Committee
- Auditors
- Working Groups

## **Art. 7      General Assembly**

The General Assembly is the supreme body and has the following powers:

- Election of the President and other members of the Managing Committee
- Election of the Auditors
- Approval of the annual report and financial statement
- Approval of the budget
- Approval of report from Auditors
- Discharge of organizational bodies
- Fixing of annual dues for the coming fiscal year
- Processing the motions of the Managing Committee
- Processing the motions of the members
- Change Bylaws, liquidation or merging of SPAQA
- Miscellaneous

The annual meeting of the General Assembly will be held in the first half of each year. The invitation together with the agenda must be sent in written form at least four weeks before the meeting date.

Motions of the members must be submitted in writing no later than 10 days before the General Assembly.

Extraordinary General Assembly meetings are held if requested by the Managing Committee, the Auditors, or at the written request of at least 20% of the membership.

The General Assembly takes its decisions by a simple majority of voting members present in an open ballot. The decisions are recorded in a log, which shall be signed by the Secretary and the President.

## **Art. 8      Managing Committee**

The Managing Committee is the governing body of SPAQA. It is comprised of up to seven members and constitutes itself with the exception of the election of the President. The number of members can be adapted to the actual needs.

The Managing Committee members are elected for two years, which is repeatedly possible. During a term, newly elected committee members take over the term of office, for which they were elected.

Decisions can be taken with the approval of 2/3 of all Managing Committee members.

The Managing Committee can nominate working-groups within the scope of the association.

The Managing Committee implements the decisions of the General Assembly and may appoint committees.

## **Art. 9      Auditors**

The General Assembly elects two members as Auditors each for a term of two years. Re-election is possible. The Auditors report to the General Assembly in writing on their audit of the financial budget and accounting.

## **Art. 10 Working-Groups**

Working-groups nominated by the Managing Committee become active within their respective domains to implement the goals of the association.

The heads of the working-groups are elected from the respective group for a period of two years and are approved by the Managing Committee. Re-election is possible. The mode of operation of the working-groups is regulated in accord with the Managing Committee.

A summary of each working-group session is to be created. The Managing Committee is not responsible for the content of the discussions within the working-groups, nor for the content of the summaries.

## **IV. Financial Budget**

### **Art. 11 Financial Year**

The financial year is equal to the calendar year.

### **Art. 12 Budget and Accounting**

The Managing Committee presents an annual accounting and written budget to the General Assembly for approval.

The financial budget is fed from following sources:

- Membership fees and voluntary contributions
- Income from the assets of the association
- Income from events

By decision of the Managing Committee, members of the Managing Committee may be recompensed for their expenses (e.g. office supplies, traveling expenses (hotel stays, train tickets 2<sup>nd</sup> class, economy flights). All expenses must be documented. Compensation for Member's time must be discussed with and approved by the Managing Committee.

### **Art. 13 Membership Fee**

The maximum membership fee is CHF 300.--. The yearly fee is fixed by the General Assembly.

Members who have not paid the Annual fees by the due date stated in the invoice will be warned once.

The non-payment of dues until the end of the calendar year will automatically result in the exclusion of the member by the Managing Committee.

A membership starting in the 4th quarter of a calendar year is charged only from the following calendar year onwards.

## **V. Final Clauses**

### **Art. 14 Liquidation**

The liquidation of SPAQA can only be decided by a majority of  $\frac{3}{4}$  of all present members at a General Assembly organized exclusively for this purpose.

The liquidation is performed by the Managing Committee if the General Assembly did not assign special liquidators.

Possible remaining association assets in liquidation may not be distributed to the members. The money goes to a non-profit organization to be defined by the Managing Committee or by the assigned persons responsible for the liquidation.

### **Art. 15 Bylaws**

These bylaws (German version) have been approved for the first time on June 13. 1989. Revisions have taken place on March 30, 1995, April 10, 2003, April 20, 2005, May 04, 2010 and May 03, 2011.

By approval by the General Assembly meeting from May 03, 2011 these new bylaws became valid.